

EXHIBIT 7

REDACTED

1
2 UNITED STATES DISTRICT COURT
3 NORTHERN DISTRICT OF ILLINOIS
4 EASTERN DIVISION
5 Civil No. 1:17-cv-02246

6 - - - - -x
7 DOROTHY FORTH, LISA BULLARD, RICARDO
8 GONZALES, CYNTHIA RUSSO, INTERNATIONAL
9 BROTHERHOOD OF ELECTRICAL WORKERS
10 LOCAL 38 HEALTH AND WELFARE FUND,
11 INTERNATIONAL UNION OF OPERATING
12 ENGINEERS LOCAL 295-295C WELFARE
13 FUND, AND STEAMFITTERS FUND LOCAL 439,
14 On Behalf of Themselves and All
15 Others Similarly Situated,
16 Plaintiffs,

17 -against-
18 WALGREEN CO.,

19 Defendant.

20 - - - - -x
21 September 17, 2020
22 11:36 a.m.

23 *** HIGHLY CONFIDENTIAL ***
24 *** ATTORNEYS' EYES ONLY ***
25

26 Virtual Videotaped 30(b)(6)
27 Deposition of BRIAN CORREIA, taken by
28 Plaintiffs, pursuant to Notice, before
29 Sharon Pearce, RMR, CRR, CRC, NYRCR, a
30 Registered Merit Reporter, Certified
31 Realtime Reporter, and Notary Public of
32 the State of New York.

1. The first step in the process of developing a new product is to identify a market need. This involves conducting market research to determine what consumers want and need. Once a market need has been identified, the next step is to develop a concept for a product that meets this need. This involves brainstorming ideas and selecting the most promising one. The third step is to develop a business plan for the product. This involves determining the costs of production, the selling price, and the expected sales volume. The fourth step is to secure financing for the product. This involves approaching investors or lenders to obtain the necessary funds. The fifth step is to develop a prototype of the product. This involves creating a small-scale model of the product to test its feasibility. The sixth step is to conduct a pilot production run. This involves producing a small quantity of the product to test the production process. The seventh step is to launch the product into the market. This involves distributing the product to retailers or directly to consumers. The eighth step is to monitor the product's performance in the market. This involves tracking sales, customer feedback, and market trends. The ninth step is to make adjustments to the product or the marketing strategy as needed. This involves responding to changes in the market and improving the product based on customer feedback. The tenth step is to continue to develop new products to meet the market's needs. This involves repeating the process from step 1 to step 10 for new product ideas.

[REDACTED]

16 Q. Are you familiar with Walgreens'
17 Prescription Savings Club?

18 A. From a general perspective, yes.

19 Q. If I refer to the PCS, will you
20 understand that I'm referring to
21 Walgreens' Prescription Savings Club?

22 A. I will now.

23 Q. Thank you.

24 I'll represent that the PSC was
25 rolled out nationally in 2008. This

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2 contract was executed in 2015. And so the
3 PSC had been in existence at that point
4 for approximately seven years.

[REDACTED]

[REDACTED]

12 Q. Are you familiar with the term
13 "provider manual"?

14 A. Yes.

15 Q. To what does that refer?

16 A. We publish and provide a
17 provider manual. So it is a set of terms
18 and conditions that's a part of our
19 pharmacy contract.

20 Q. Did Caremark ever define certain
21 terms in its provider manual?

22 A. Yes.

23 Q. What is the purpose of defining
24 terms in a provider manual?

25 MR. GEYERMAN: Objection to

█ [REDACTED] █ [REDACTED] [REDACTED] █ [REDACTED]
█ [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]

3 Switching gears.

4 When did Caremark first learn
5 about the PSC?

6 A. I don't recall the exact date.
7 I'm sure it was shortly before or shortly
8 after launch.

9 Q. So is it correct that
10 approximately in 2008, Caremark first
11 learned about the PSC?

12 MR. LEIB: Objection.

13 A. Yes.

14 Q. What did Caremark do upon
15 learning about the PSC?

16 MR. GEYERMAN: Objection to
17 form.

18 Q. You can answer.

19 A. As with any new program that
20 came out into the market, as I recall, you
21 know, they had a press release announcing
22 it. And we had a meeting with Walgreens
23 to make sure that we understood what they
24 were doing with their program.

25 Q. And what was your understanding

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2 of what Walgreens was doing with their
3 program?

4 A. As I recall, members had to
5 enroll into a program, and upon
6 enrollment, they, you know -- they would
7 receive discounts on a variety of
8 products. I don't recall how many drugs.
9 I don't recall the price points. This is
10 going back, you know, 12 years.

11 Q. Did Caremark know whether
12 Walgreens was reporting its PSC prices as
13 its usual and customary prices?

14 A. They weren't required to.

15 Q. And so Caremark understood that
16 Walgreens was not -- excuse me.

17 So Caremark understood that
18 Walgreens was not reporting its PSC prices
19 as its usual and customary prices.

20 A. Correct. They were not required
21 to.

22 Q. And at what point did Caremark
23 first learn of that?

24 A. Learned that they weren't
25 required to report? I don't understand

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2 the question.

3 Q. Did Caremark do anything upon
4 learning that Walgreens was not reporting
5 its PSC prices as its usual and customary
6 prices?

7 MR. GEYERMAN: Objection to
8 form.

9 A. Yeah. I mean, as we -- as we
10 understood the terms of the program, we
11 weren't expecting them to report the usual
12 and customary -- as usual and customary,
13 because it wasn't a usual and customary
14 price.

15 Q. And so it's correct that
16 Caremark then took no action in response
17 to learning that Walgreens was not
18 reporting its PSC prices as its usual and
19 customary prices?

20 A. Correct.

[REDACTED]

[REDACTED]

10 Q. While this document loads, in
11 order to understand whether Walgreens was
12 required to report its PSC prices as its
13 usual and customary prices, did Caremark
14 need to evaluate the PSC?

15 MR. GEYERMAN: Objection to
16 form.

17 A. So first of all, what's the
18 document number?

19 Q. I'm asking a separate question.

20 A. Oh, I'm sorry. I'm sorry. I
21 was just trying to get the document
22 loaded. So can you repeat the question?

23 Q. So in order to understand
24 whether Walgreens was required to report
25 its PSC prices as its usual and customary

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2 prices, did Caremark need to evaluate the
3 PSC in any way?

4 A. Yes.

5 Q. And how did it do that?

6 A. We had conversations with the
7 managed care team that we deal with at
8 Walgreens. They explained the program to
9 us. And the decision was made that this
10 was not a program that fell into the
11 definition of usual and customary.

12 Q. Why did Caremark need to
13 evaluate the PSC?

14 A. We evaluate all programs that we
15 become aware of that our providers
16 implement to make sure they're in
17 compliance. We want to make sure we
18 understand them so that when our clients
19 ask questions about them, we can
20 articulate the program correctly.

21 Q. So it's your understanding that
22 Walgreens might have been required to
23 report its PSC prices as its usual and
24 customary prices; correct?

25 MR. LEIB: Objection.

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2 MR. GEYERMAN: Objection.

3 Q. Prior to evaluating the program.

4 MR. LEIB: Objection.

5 A. I guess when we -- you know,
6 when Walgreens announced the program,
7 there was enough information in the press
8 release, as I recall, that, you know, we
9 didn't think it would be required to. We
10 set up meetings with Walgreens to get all
11 the details so that we knew that our
12 understanding of the program was the same
13 as their understanding of the program.

14 Q. Do you know who on Walgreens'
15 managed care team Caremark met with?

16 A. I'm sure it was Scott Schuler
17 and his team or one of his team members at
18 the time. We don't keep a log when this
19 happens. I just don't recall who was
20 there at the time.

21 Q. So I've introduced Exhibit 355
22 as I had described it earlier. It should
23 be available.

24 Can you access it?

25 A. 355? Yes.

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[REDACTED]

17 Q. Let's unpack that a little bit.
18 So you referred to receiving
19 dozens of inquiries from plan sponsors.
20 Who would be included as a plan
21 sponsor? What does that describe?

22 A. That describes people that we
23 contract with that are clients that we
24 administer benefits for.

25 Q. Does that include third-party

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2 payers?

3 A. In a broad definition, yes.

4 Q. And so you had described how --

5 MR. LEIB: I'm sorry, Carey.

6 When you asked him that question, you
7 meant does it describe third-party
8 payers as you had defined it
9 previously; correct?

10 MR. ALEXANDER: Yes.

11 MR. LEIB: And that's how the
12 witness answered the question;
13 correct?

14 THE WITNESS: Correct.

15 Q. So you had described how Walmart
16 had introduced its program and caused a
17 splash and that there were several others
18 that followed suit.

19 Would you agree that Walgreens
20 as PSC was one of the programs that
21 followed suit?

22 MR. GEYERMAN: Objection to
23 form.

24 A. I mean, you would have to ask
25 Walgreens why they developed the program.

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2 Kmart. But Kmart got no credit for it.
3 But Walmart took I believe it was about
4 400 low-price generics and put a set price
5 on it for a 30-day supply. Now, it was \$4
6 in most states. There were some states
7 that it was \$9 for a 30-day supply. And
8 if it was a quantity of 60, it was 18, 27,
9 it was in multiples of 9 versus multiples
10 of 4. So it was commonly referred to as a
11 set price program.

12 Q. So is it correct that set price
13 refers to a certain day's supply of drugs
14 offered at a set price?

15 MR. GEYERMAN: Objection to
16 form.

17 A. Yes. That's what I meant by
18 that. Correct.

■ ■ ■ ■ ■ ■ ■ ■ ■
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[illegible]

1. The first part of the document discusses the importance of maintaining accurate records of all transactions and activities. It emphasizes the need for transparency and accountability in financial reporting.

2. The second part of the document outlines the various methods and techniques used to collect and analyze data. It includes a detailed description of the experimental procedures and the statistical analysis performed.

3. The third part of the document presents the results of the study. It includes a series of tables and graphs that illustrate the findings of the research. The data shows a clear trend of increasing activity over time.

4. The fourth part of the document discusses the implications of the findings. It suggests that the results have significant implications for the field of research and may lead to further developments in the future.

5. The fifth part of the document concludes the study. It summarizes the key findings and provides a final statement on the importance of the research.

6. The sixth part of the document includes a list of references to the sources used in the study. It also includes a list of figures and tables that are included in the document.

7. The seventh part of the document includes a list of appendices. These appendices provide additional information and data that are not included in the main body of the document.

8. The eighth part of the document includes a list of footnotes. These footnotes provide additional information and clarification on the content of the document.

9. The ninth part of the document includes a list of acknowledgments. These acknowledgments thank the individuals and organizations that provided support and assistance during the course of the study.

10. The tenth part of the document includes a list of contact information. This information provides a way for readers to contact the author or the organization responsible for the document.

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4. The fourth part of the document discusses the implications of the study and the conclusions drawn from the results. It highlights the significance of the findings and their potential impact on the field.

5. The fifth part of the document provides a summary of the key points and a final conclusion. It reiterates the importance of the study and the need for further research in this area.

[REDACTED]

10 Q. So if you needed to join a
11 program, could the program still have been
12 considered a standard set price generic
13 program?

14 A. No.

15 Q. If you needed to pay a fee to
16 join the program, could the program still
17 have been considered a standard set price
18 generic program?

19 A. I guess you're kind of mixing
20 the words. It wouldn't be considered
21 usual and customary.

22 Q. You're saying if you needed to
23 join a program, if you needed to pay a
24 fee, then Caremark wouldn't consider the
25 prices that were then offered to be the

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2 usual and customary prices; correct?

3 A. Correct. Correct.

4 Q. What about the act of joining a
5 program is significant? Why does that
6 make a difference for purposes of whether
7 a price is usual and customary or not?

8 A. When a member makes a conscious
9 decision to join a program, they're
10 joining for any number of reasons. It
11 could be for the other benefits other than
12 the prescription drug discounts that they
13 may be receiving. And once they join and
14 a claim adjudicates, and it has a
15 different, you know -- it has management.
16 There is a formulary. There's day supply.
17 All the different characteristics -- it
18 doesn't -- it's not a usual and customary
19 price. It's not available for everybody.

20 Q. So when we talked -- we had
21 talked earlier about senior citizens
22 discounts; correct?

23 A. We did.

24 Q. Senior citizens discounts aren't
25 available to everybody; right?

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2 not able to access the document?

3 MR. LEIB: I'm not able to
4 access the entire folder, for some
5 reason.

6 MR. ALEXANDER: Let's go off the
7 record.

8 THE VIDEOGRAPHER: Going off the
9 record. The time is 2:52.

10 (Recess)

11 THE VIDEOGRAPHER: We're back on
12 the record. The time is 2:55 p.m.

13 BY MR. ALEXANDER:

14 Q. Mr. Correia, you understand
15 you're still under oath; correct?

16 A. Yes, I do.

17 Q. Thank you.

[REDACTED]

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1. The first step in the process is to identify the problem or issue that needs to be addressed. This involves gathering information and understanding the context of the situation.

2. Once the problem is identified, the next step is to define the objectives and goals of the project. This helps to clarify what is to be achieved and provides a clear direction for the team.

3. The third step is to develop a plan or strategy to address the problem. This involves breaking down the problem into smaller, manageable tasks and determining the resources needed to complete them.

4. The fourth step is to implement the plan. This involves putting the strategy into action and monitoring progress to ensure that the project is on track.

5. The final step is to evaluate the results of the project. This involves comparing the actual outcomes with the objectives and goals to determine the effectiveness of the project.

6. Throughout the process, it is important to communicate effectively with the team and stakeholders. This ensures that everyone is aware of the progress and can provide input and feedback as needed.

7. It is also important to be flexible and adaptable. If the plan is not working, it may be necessary to make adjustments or change the strategy altogether.

8. Finally, it is important to document the process and results of the project. This provides a record of what was done and can be used to inform future projects.

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2 form.

3 MR. GEYERMAN: Objection. Join.

4 Q. Okay. I'll re-ask the question.

5 I'm not sure what the objection was, but

6 I'll re-ask the question.

7 Does Caremark understand the

8 meaning of usual and customary used

9 outside of any contract?

10 MR. ALEXANDER: Objection to

11 form.

12 A. Yes. I believe we have our

13 definition of usual and customary, which,

14 you know, we believe is a very reasonable

15 definition of usual and customary. I

16 talked about it earlier today, and it is,

17 you know the amount that a person without

18 a funded or unfunded benefit walking into

19 a pharmacy would pay, and it is the

20 pharmacy's usual and customary price. So

21 if I called up a Walgreens and wanted to

22 do a price check on a prescription, that

23 would be the price that you would -- that

24 Walgreens would convey. It's a usual and

25 customary price. I don't have any type of

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2 benefit, whether funded or unfunded, and
3 that would be the price that you would
4 quote.

5 Q. Is that also known as the retail
6 price?

7 A. That would -- in my definitions,
8 and in our eyes, it would be the retail
9 price, your usual and customary retail
10 price.

[REDACTED]

[REDACTED]

14 Q. Is it correct that Caremark sets
15 the MAC price for any particular drug?

16 MR. ALEXANDER: Objection to
17 form.

18 MR. LEIB: What's your
19 objection?

20 MR. ALEXANDER: It's vague.

21 MR. LEIB: What's vague?

22 MR. ALEXANDER: "Sets."

23 Q. Is it correct that Caremark
24 determines the MAC price for any
25 particular drug?

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1. The first part of the document discusses the importance of maintaining accurate records of all transactions and the role of the accounting department in ensuring the integrity of the financial statements. It also highlights the need for regular audits and the importance of transparency in financial reporting.

2. The second part of the document focuses on the implementation of internal controls to prevent fraud and ensure the accuracy of financial data. It outlines the key components of a robust internal control system, including segregation of duties, authorization procedures, and regular monitoring and evaluation.

3. The third part of the document addresses the challenges faced by organizations in managing their financial resources effectively. It discusses the importance of budgeting and forecasting, and the role of the accounting department in providing accurate financial information to support decision-making.

4. The fourth part of the document explores the impact of technology on the accounting profession. It discusses the benefits of automation and the use of data analytics in financial reporting, and the need for accounting professionals to stay updated with the latest technological advancements.

5. The fifth part of the document concludes by emphasizing the importance of ethical behavior in the accounting profession. It discusses the role of the accounting department in ensuring compliance with accounting standards and the importance of maintaining the highest level of integrity and honesty in all financial transactions.

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[illegible]

This image is a stylized representation of a document, likely a ledger or a list, consisting of 100 horizontal rows. A solid vertical line runs down the left side of the page. Each row contains one or more horizontal black bars of varying lengths and positions, suggesting the presence of text or data entries. The bars are distributed across the rows, with some rows having multiple bars and others having a single bar. The overall effect is that of a dense, organized list or record book.

1. The first step in the process is to identify the problem or issue that needs to be addressed. This involves gathering information and understanding the context of the situation.

2. Once the problem is identified, the next step is to define the objectives and goals of the project. This helps to clarify what needs to be achieved and provides a clear direction for the team.

3. The third step is to develop a plan or strategy to address the problem. This involves breaking down the problem into smaller, manageable tasks and determining the resources needed to complete each task.

4. The fourth step is to implement the plan. This involves assigning tasks to team members, setting deadlines, and monitoring progress. It is important to communicate regularly and provide support to team members throughout the process.

5. The final step is to evaluate the results of the project. This involves comparing the actual outcomes with the objectives and goals defined at the beginning. It is important to identify any areas for improvement and learn from the experience for future projects.

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5. The fifth part of the document concludes by emphasizing the importance of ethical behavior in the accounting profession. It discusses the role of the accounting department in ensuring compliance with accounting standards and the importance of maintaining the highest level of integrity and honesty in all financial reporting.

A black and white photograph of a large, multi-story building with a complex facade, featuring numerous windows and architectural details. The building appears to be a government or institutional structure. The image is framed by a thick black border.

1. The first part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that proper record-keeping is essential for the integrity of the financial system and for the ability to detect and prevent fraud. The document also notes that records should be kept for a sufficient period of time to allow for a thorough review if necessary.

2. The second part of the document outlines the specific requirements for record-keeping. It states that all transactions must be recorded in a clear and concise manner, and that the records must be accessible to the appropriate authorities at all times. The document also requires that records be kept in a secure and confidential manner, and that they be protected from unauthorized access or disclosure.

3. The third part of the document discusses the role of the auditor in ensuring the accuracy and integrity of the records. It states that the auditor must conduct a thorough review of the records to ensure that they are complete and accurate, and that they comply with the applicable laws and regulations. The document also requires that the auditor provide a detailed report of the results of the audit to the appropriate authorities.

4. The fourth part of the document discusses the consequences of failing to comply with the record-keeping requirements. It states that any individual or organization that fails to comply with the requirements may be subject to severe penalties, including fines and imprisonment. The document also notes that failure to comply may result in the loss of the individual's or organization's ability to participate in the financial system.

5. The fifth part of the document discusses the importance of ongoing monitoring and review of the record-keeping system. It states that the system must be regularly reviewed to ensure that it remains effective and efficient, and that any necessary changes are made in a timely manner. The document also requires that the results of the review be reported to the appropriate authorities.

6. The sixth part of the document discusses the role of the public in ensuring the integrity of the financial system. It states that the public has a right to know how the system is operating, and that they should be encouraged to report any suspected fraud or other wrongdoing. The document also requires that the appropriate authorities be kept informed of any public concerns or complaints.

7. The seventh part of the document discusses the importance of transparency and accountability in the financial system. It states that all transactions should be recorded in a way that allows for a clear and complete understanding of the system's operations. The document also requires that the appropriate authorities be held accountable for their actions, and that they be subject to the same standards of conduct as the individuals and organizations they regulate.

8. The eighth part of the document discusses the importance of education and training for individuals and organizations involved in the financial system. It states that individuals and organizations should be provided with the necessary information and resources to ensure that they are able to comply with the record-keeping requirements. The document also requires that the appropriate authorities be responsible for providing this education and training.

9. The ninth part of the document discusses the importance of cooperation and coordination between the various entities involved in the financial system. It states that all entities should work together to ensure the integrity and effectiveness of the system, and that they should share information and resources as necessary. The document also requires that the appropriate authorities be responsible for coordinating the efforts of the various entities.

10. The tenth part of the document discusses the importance of the financial system in the overall economy. It states that the financial system is a critical component of the economy, and that its integrity and effectiveness are essential for the economy's growth and stability. The document also requires that the appropriate authorities be responsible for ensuring the integrity and effectiveness of the financial system.

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1. The first part of the document discusses the importance of maintaining accurate records of all transactions and activities. It emphasizes the need for transparency and accountability in financial reporting.

2. The second part of the document outlines the various methods used to collect and analyze data. It includes a detailed description of the sampling process and the statistical techniques employed to interpret the results.

3. The third part of the document presents the findings of the study. It shows that there is a significant correlation between the variables being studied, which supports the hypothesis that was tested.

4. The fourth part of the document discusses the implications of the findings for future research and practice. It suggests that the results of this study could be used to inform policy decisions and to guide the development of new programs and initiatives.

5. The fifth part of the document concludes the study by summarizing the key points and reiterating the importance of the research. It also provides a final statement on the overall significance of the findings and the potential for further exploration in this field.

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[REDACTED]

21 Q. So if Walgreens' retail price
22 for a drug was \$15, and its PSC price was
23 \$10, it would still report its U&C as the
24 \$15, but it would let you know that its
25 PSC price was \$10, and then you could

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2 change your MAC price to be \$10; is that
3 correct?

4 A. Yeah. What we found out was
5 that the FEP MAC prices were already lower
6 than the clear majority of any of the club
7 price programs that were out there. So
8 the incremental value for this endeavor
9 was very minimal. There might have been
10 some leaders that some of the club
11 programs had. But it didn't amount to
12 anything in the aggregate.

13 Q. But my hypothetical was correct,
14 though.

15 A. Yes. That's correct.

16 Q. And in fact, the whole point of
17 this provision, this -- under the generic
18 drug section, the whole point of this
19 provision was because you knew that
20 Walgreens was not reporting its PSC prices
21 as its U&C prices; correct?

22 A. Correct.

23 Q. And if we can look at Tab T now,
24 which we'll mark as Exhibit 364.

25 MR. PERKINS: Tab T or Tab S?

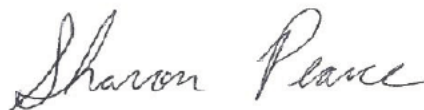
CERTIFICATION

I, SHARON PEARCE, RMR, CRR, CRC,
NYRCR, a Notary Public for and within the
State of New York, do hereby certify:

That the witness whose testimony as
herein set forth, was duly sworn by me;
and that the within transcript is a true
record of the testimony given by said
witness.

I further certify that I am not
related to any of the parties to this
action by blood or marriage, and that I am
in no way interested in the outcome of
this matter.

IN WITNESS WHEREOF, I have hereunto
set my hand this 30th day of September,
2020.



SHARON PEARCE

RMR, CRR, CRC, NYRCR